

MEMORANDUM

This Memorandum is entered into by BILLY Z. HYMAN and CHARLES MOORE, on this the 30th day of December, 1997, and the parties covenant and agree as follows:

1. The parties hereby are the sole Members of KEYSTONE, LLC, a Mississippi Limited Liability Company.

2. KEYSTONE, LLC is a Member managed Mississippi Limited Liability Company, pursuant to an Operating Agreement of KEYSTONE, LLC dated May 24th, 1996, and a Certification of Formation filed May 2nd, 1996, in the Office of the Secretary of State, State of Mississippi.

3. This Memorandum is executed and filed to give Notice to all third parties that both Members, BILLY Z. HYMAN and CHARLES MOORE, are hereby required to execute all documents to enter into the purchase of Real Property, borrow money and all closing documents related thereto, including but not limited to, Settlement Statements, Deeds of Trust, and Promissory Notes.

4. Either Member, BILLY Z. HYMAN or CHARLES MOORE, are hereby authorized to enter into the contracts for the sale of Real Property, execute all closing related documents, including but not limited to Settlement Statements, Warranty Deeds, and miscellaneous documentation for the sale of Real Property.

STATE MS.-DE SOTO CO.  
FILED

JAN 6 2 49 PM '98

BK 76 PG 350  
W.E. DAVIS CH. CLK.

WITNESS OUR SIGNATURES, on the day and year first written above.

KEYSTONE, LLC  
A MISSISSIPPI LIMITED LIABILITY  
COMPANY

BY:

Billy Z. Hyman  
BILLY Z. HYMAN  
MEMBER

BY:

Charles Moore  
CHARLES MOORE  
MEMBER

STATE OF MISSISSIPPI  
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 30th day of December, 1997, within my jurisdiction, the within named, BILLY Z. HYMAN and CHARLES MOORE, who acknowledged that they are Members of the KEYSTONE, LLC, A MISSISSIPPI LIMITED LIABILITY COMPANY, and that in said representative capacity they executed the above and foregoing instrument, after first having been duly authorized so to do.

[Signature]  
Notary Public

My Commission Expires:  
June 18, 2000

This instrument prepared by:  
Eric L. Sappenfield  
Attorney at Law  
97 Stateline Road East  
Southaven, MS 38671  
601-342-2170